Offering Memorandum: Part II of Offering Document (Exhibit A to Form C)

Citizen Portal Inc.
55 N Meadowbrook Drive
Alpine, UT 84004
https://www.citizenportal.ai/

Up to $1,234,999.64 in Class A Common Stock at $0.53
Minimum Target Amount: $15,000.00

A crowdfunding investment involves risk. You should not invest any funds in this offering unless you can afford to lose your entire investment.

In making an investment decision, investors must rely on their own examination of the issuer and the terms of the offering, including the merits and risks involved. These securities have not been recommended or approved by any federal or state securities commission or regulatory authority. Furthermore, these authorities have not passed upon the accuracy or adequacy of this document.

The U.S. Securities and Exchange Commission does not pass upon the merits of any securities offered or the terms of the offering, nor does it pass upon the accuracy or completeness of any offering document or literature.

These securities are offered under an exemption from registration; however, the U.S. Securities and Exchange Commission has not made an independent determination that these securities are exempt from registration.

In the event that we become a reporting company under the Securities Exchange Act of 1934, we intend to take advantage of the provisions that relate to "Emerging Growth Companies" under the JOBS Act of 2012, including electing to delay compliance with certain new and revised accounting standards under the Sarbanes-Oxley Act of 2002.

Company:

Company: Citizen Portal Inc.
Address: 55 N Meadowbrook Drive, Alpine, UT 84004
State of Incorporation: DE
Date Incorporated: January 20, 2023

Terms:

Equity

Offering Minimum: $15,000.00 | 28,302 shares of Class A Common Stock
Offering Maximum: $1,234,999.64 | 2,330,188 shares of Class A Common Stock
Type of Security Offered: Class A Common Stock
Purchase Price of Security Offered: $0.53
Minimum Investment Amount (per investor): $100.17

*Maximum number of shares offered subject to adjustment for bonus shares. See Bonus info below.

Voting Rights of Securities Sold in this Offering

Voting Proxy. Each Subscriber shall appoint the Chief Executive Officer of the Company (the "CEO"), or his or her successor, as the Subscriber's true and lawful proxy and attorney, with the power to act alone and with full power of substitution, to, consistent with this instrument and on behalf of the Subscriber, (i) vote all Securities, (ii) give and receive notices and communications, (iii) execute any instrument or document that the CEO determines is necessary or appropriate in the exercise of its authority under this instrument, and (iv) take all actions necessary or appropriate in the judgment of the CEO for the accomplishment of the foregoing. The proxy and power granted by the Subscriber pursuant to this Section are coupled with an interest. Such proxy and power will be irrevocable. The proxy and power, so long as the Subscriber is an individual, will survive the death, incompetency and disability of the Subscriber and, so long as the Subscriber is an entity, will survive the merger or reorganization of the Subscriber or any other entity holding the Securities. However, the Proxy will terminate upon the closing of a firm-commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933 covering the offer and sale of Common Stock or the effectiveness of a registration statement under the Securities Exchange Act of 1934 covering the Common Stock.

Investment Incentives*

Reservation List Bonus

If you previously reserved shares in Citizen Portal's Testing the Waters Landing Page, you will receive 10% bonus shares.

Time-Based Perks

Friends and Family - Invest within the first 72 hours and receive 15% bonus shares

Super Early Bird - Invest within the first week and receive 10% bonus shares

Early Bird Bonus - Invest within the first two weeks and receive 5% bonus shares

Volume-Based Perks

Tier 1 Perk — Invest $500+ and receive free one-year access to the full Citizen Portal platform

Tier 2 Perk — Invest $10,000+ and receive free one-year access to the full Citizen Portal platform and 3% bonus shares

Tier 3 Perk — Invest $25,000+ and receive free one-year access to the full Citizen Portal platform and 5% bonus shares

Tier 4 Perk — Invest $50,000+ and receive free two-year access to the full Citizen Portal platform and 10% bonus shares

Tier 5 Perk — Invest $100,000+ and receive free three-year access to the full Citizen Portal platform and 15% bonus shares

Tier 6 Perk — Invest $150,000+ and receive free five-year access to the full Citizen Portal platform and 20% bonus shares

*In order to receive perks from an investment, one must submit a single investment in the same offering that meets the minimum perk requirement. Bonus shares from perks will not be granted if an investor submits multiple investments that, when combined, meet the perk requirement. All perks occur when the offering is completed.

Crowdfunding investments made through a self-directed IRA cannot receive non-bonus share perks due to tax laws. The Internal Revenue Service (IRS) prohibits self-dealing transactions in which the investor receives an immediate, personal financial gain on investments owned by their retirement account. As a result, an investor must refuse those non-bonus share perks because they would be receiving a benefit from their IRA account.

The 10% StartEngine Owners' Bonus

Citizen Portal, Inc. will offer 10% additional bonus shares for all investments that are committed by investors that are eligible for the StartEngine Crowdfunding Inc. OWNer's bonus.

This means eligible StartEngine shareholders will receive a 10% bonus for any shares they purchase in this offering. For example, if you buy 100 shares of Class A Common Stock at $0.53 / share, you will receive 110 shares of Class A Common Stock, meaning you'll own 110 shares for $530. Fractional shares will not be distributed and share bonuses will be determined by rounding down to the nearest whole share.

This 10% Bonus is only valid during the investor's eligibility period. Investors eligible for this bonus will also have priority if they are on a waitlist to invest and the company surpasses its maximum funding goal. They will have the first opportunity to invest should room in the offering become available if prior investments are canceled or fail.

Investors will receive the highest single bonus they are eligible for among the bonuses based on the amount invested and time of offering elapsed (if any). Eligible investors will also receive the Owner's Bonus and any Loyalty Bonus or TTW Reservation Holder Bonus in addition to the aforementioned bonus.

The Company and its Business

Company Overview

Company Overview

Citizen Portal, Inc. ("Citizen Portal" or the "Company") is an AI-powered platform that indexes, transcribes and searches audio and video recordings of local, state, US government, and school board meetings and hearings at all levels, making them easily searchable and accessible to citizens, volunteers, and journalists.

Citizen Portal aims to create a new Fourth Estate that connects every citizen to everything said and done in public meetings and by governments at all levels, giving citizens the tools needed to keep the government accountable and honest. The platform provides knowledge to leaders, engages citizens, and promotes transparency and accountability in government.

Citizen Portal presents an opportunity to invest in a platform that helps preserve self-government and enables citizens to be well-informed.

Business Model

We currently use a freemium subscription model (both Free access and Paid access from subscribers) and plan to implement Professional subscriptions in the upcoming year.

1. Free access to any US citizen to local and state content

2. Paid access ($99 / yr) for nationwide content and power features

3. Professional subscriptions ($2k-10k / yr) for lobbyists, libraries, government affairs professionals, PR firms, journalists, media companies, and election campaigns.

Business Structure

Citizen Portal, Inc. is a 99% subsidiary of Soar.com, Inc., a Delaware corporation that was incorporated on 10/3/2017. Soar.com, Inc. operates as a "venture studio" for the purpose of creating and growing various startup businesses as subsidiaries, or in-house, then finds entrepreneurs to take over the management of the business. The funds raised from investments and crowdfunding will not flow up to Soar.com but will be invested into Citizen Portal.

IP Ownership

Citizen Portal utilizes the intellectual property of its parent, Soar.com, under a worldwide, non-exclusive, renewable 10-year master license. The license covers patents, trademarks and service marks, copyrights, and pending applications thereof with the right to sublicense the IP in exchange for certain fees and royalties to Soar.com.

Competitors and Industry

Competitors

There are several potential competitors for Citizen Portal, depending on the specific aspects of their business model and offerings. Here are a few examples:

ClearGov: This company provides a financial reporting platform to assist local government entities with annual budgeting in order to make better decisions, be more efficient, communicate openly, and achieve a high level of accountability to their citizens. The platform uses artificial intelligence to help craft budget books, including the text narratives that accompany

spending changes. The tool could save time and hassle during the hectic budget process. ClearGov has nearly 1,000 customers.

Granicus: This company provides a suite of software solutions designed to help government agencies improve public engagement and transparency. Their products include tools for streaming and archiving video recordings of public meetings, as well as features for agenda management, voting, and citizen feedback. Granicus serves over 4,000 government organizations across the United States and around the world.

OpenGov: OpenGov is a cloud-based platform that helps local governments manage their financial operations and share information with citizens. They offer tools for budgeting, reporting, and performance management, as well as a public portal that allows citizens to access financial data and other information about their local government. OpenGov serves over 1,000 government agencies across the United States.

Town Hall Project: The Town Hall Project is a non-profit organization that tracks and shares information about public events and town halls held by elected officials. They maintain a database of events and provide tools for citizens to find and attend events in their area. While they don't offer video recording or transcription features like Citizen Portal, they share a similar goal of improving transparency and public engagement in government.

Citizen Portal differentiates itself from its competitors through its AI-powered platform that indexes, transcribes, and searches the audio and video recordings of local, state, U.S. government, and school board meetings and hearings at all levels, and makes them searchable with keywords. This allows users to quickly find and share video clips of what public officials are saying. The platform also offers features such as alerts for new meetings, auto-translations, and annotations to further engage and inform citizens. This is in contrast to some competitors that may focus only on certain levels of government or specific industries.

Industry

The intersection of indexing, transcribing and searching audio and video and AI with government and politics is an exciting and rapidly growing area of innovation. Here are some of the most exciting things about this industry:

Data-driven decision-making: AI technology is enabling governments to make data-driven decisions in a more efficient and effective manner. With access to vast amounts of data, AI algorithms can quickly analyze and make sense of this data, providing valuable insights to policymakers.

Enhanced citizen engagement: AI tools can help governments to better engage with citizens, providing personalized and responsive services. For example, chatbots can help citizens to find information or access government services more easily.

Improved policy outcomes: By using AI-powered predictive analytics, governments can better anticipate and respond to societal needs, leading to more effective policies and better outcomes for citizens.

At Citizen Portal, we are excited to be at the forefront of this innovation. By democratizing access to government data through our AI-driven platform, we are helping to empower citizens and improve transparency and accountability in government. Our technology has the potential to transform the way citizens interact with their governments, making it easier for them to access information and engage with policymakers.

Current Stage and Roadmap

Current Stage

The Citizen Portal platform is live and functioning. Consumers may search content from all fifty states plus Puerto Rico. More than 360,000 videos have been uploaded to our platform for viewers to watch. On the federal side, there are more than 1,000 Congressional Hearings compilations uploaded to the site.

Our platform is currently available to users and we began generating initial revenue in September 2023.

Source for videos: https://www.citizenportal.ai/ (scroll to the bottom of the page)

Source for Congressional Hearings: https://www.citizenportal.ai/toc/1822/federal-content

Future Roadmap

Citizen Portal hopes to become an important tool for fostering civic engagement and promoting democratic values. We would like to build out daily updates of all current video content, expand to additional cities, counties, and school boards, develop conversational AI, hire a front-end engineer and other key staff members, and improve our online marketing and ad budget.

The Team

Officers and Directors

Name: Paul Brent Allen

Paul Brent Allen's current primary role is with Soar.com. Paul Brent Allen currently services 20 hours per week in their role with the Issuer.

Positions and offices currently held with the issuer:

- Position: CEO, Board Member
  Dates of Service: January, 2023 - Present
  Responsibilities: Paul oversees the effort to transcribe and index all public meetings in the U.S., raise capital, recruit key employees, form partnerships and distribution agreements, and build a marketing and sales team. Paul works 20 hours per week for Citizen Portal and does not currently receive a salary but plans to receive $150k in compensation once it can be managed - see Risk Factors for further information.

Other business experience in the past three years:

- Employer: Soar.com
  Title: Founder and CEO
  Dates of Service: October, 2017 - Present
  Responsibilities: Paul founded Soar and currently leads the mission, working 20 hours per week.

Other business experience in the past three years:

- Employer: Bank of Memories
  Title: Advisor
  Dates of Service: May, 2023 - Present
  Responsibilities: Paul advises a team from Ukraine that stores the world's most important family data and memories on the blockchain. He spends less than 1 hour per week working in this role.

Name: Dale Brent Israelsen

Dale Brent Israelsen's current primary role is with Soar.com. Dale Brent Israelsen currently services 20 hours per week in their role with the Issuer.

Positions and offices currently held with the issuer:

- Position: Legal Officer, Board Member, Secretary (Part-Time)
  Dates of Service: January, 2023 - Present
  Responsibilities: Dale provides legal oversight and works with compliance and the fund-raising process. He also works with investors in the Company. He does not currently receive compensation but plans to in the future.

Other business experience in the past three years:

- Employer: Soar.com
  Title: Board Member
  Dates of Service: October, 2018 - Present
  Responsibilities: Serves on the board of directors.

Other business experience in the past three years:

- Employer: Noorda College Of Osteopathic Medicine
  Title: Board Member
  Dates of Service: January, 2019 - Present
  Responsibilities: Dale serves on the board of directors.

Other business experience in the past three years:

- Employer: Rocky Mountain University of Healthcare Professions
  Title: Board Member
  Dates of Service: January, 2016 - Present
  Responsibilities: Dale serves on the board of directors.

Name: Christen Lee Allen

Christen Lee Allen's current primary role is with Soar.com. Christen Lee Allen currently services 10 hours per week in their role with the Issuer.

Positions and offices currently held with the issuer:

- Position: Board Member (Part-Time)
  Dates of Service: January, 2023 - Present
  Responsibilities: Christen serves on the board of directors. She does not currently receive compensation.

Other business experience in the past three years:

- Employer: Soar.com
  Title: Board Member
  Dates of Service: April, 2022 - Present
  Responsibilities: Christen serves on the board of directors.

Risk Factors

The SEC requires the company to identify risks that are specific to its business and its financial condition. The company is still subject to all the same risks that all companies in its business, and all companies in the economy, are exposed to. These include risks relating to economic downturns, political and economic events and technological developments (such as hacking and the ability to prevent hacking). Additionally, early-stage companies are inherently more risky than more developed companies. You should consider general risks as well as specific risks when deciding whether to invest.

These are the risks that relate to the Company:

Uncertain Risk
An investment in the Company (also referred to as "we", "us", "our", or "Company") involves a high degree of risk and should only be considered by those who can afford the loss of their entire investment. Furthermore, the purchase of any of the Class A Common Stock should only be undertaken by persons whose financial resources are sufficient to enable them to indefinitely retain an illiquid investment. Each investor in the Company should consider all of the information provided to such potential investor regarding the Company as well as the following risk factors, in addition to the other information listed in the Company's Form C. The following risk factors are not intended, and shall not be deemed to be, a complete description of the commercial and other risks inherent in the investment in the Company.

Our business projections are only projections
There can be no assurance that the Company will meet our projections. There can be no assurance that the Company will be able to find sufficient demand for our product, that people think it's a better option than a competing product, or that we will be able to provide the service at a level that allows the Company to make a profit and still attract business.

Any valuation at this stage is difficult to assess
The valuation for the offering was established by the Company. Unlike listed companies that are valued publicly through market-driven stock prices, the valuation of private companies, especially startups, is difficult to assess and you may risk overpaying for your investment.

The transferability of the Securities you are buying is limited
Any Class A Common Stock purchased through this crowdfunding campaign is subject to SEC limitations of transfer. This means that the stock that you purchase cannot be resold for a period of one year. The exception to this rule is if you are transferring the stock back to the Company, to an "accredited investor," as part of an offering registered with the Commission, to a member of your family, a trust created for the benefit of your family, or in connection with your death or divorce.

Your investment could be illiquid for a long time
You should be prepared to hold this investment for several years or longer. For the 12 months following your investment, there will be restrictions on how you can resell the securities you receive. More importantly, there is no established market for these securities and there may never be one. As a result, if you decide to sell these securities in the future, you may not be able to find a buyer. The Company may be acquired by an existing player in the industry of AI and politics. However, that may never happen or it may happen at a price that results in you losing money on this investment.

We may not have enough capital as needed and may be required to raise more capital.
We anticipate needing access to credit in order to support our working capital requirements as we grow. Although interest rates are low, it is still a difficult environment for obtaining credit on favorable terms. If we cannot obtain credit when we need it, we could be forced to raise additional equity capital, modify our growth plans, or take some other action. Issuing more equity may require bringing on additional investors. Securing these additional investors could require pricing our

equity below its current price. If so, your investment could lose value as a result of this additional dilution. In addition, even if the equity is not priced lower, your ownership percentage would be decreased with the addition of more investors. If we are unable to find additional investors willing to provide capital, then it is possible that we will choose to cease our sales activity. In that case, the only asset remaining to generate a return on your investment could be our intellectual property. Even if we are not forced to cease our sales activity, the unavailability of credit could result in the Company performing below expectations, which could adversely impact the value of your investment.

Terms of subsequent financings may adversely impact your investment
We will likely need to engage in common equity, debt, or preferred stock financings in the future, which may reduce the value of your investment in the Common Stock. Interest on debt securities could increase costs and negatively impact operating results. Preferred stock could be issued in series from time to time with such designation, rights, preferences, and limitations as needed to raise capital. The terms of preferred stock could be more advantageous to those investors than to the holders of Common Stock. In addition, if we need to raise more equity capital from the sale of Common Stock, institutional or other investors may negotiate terms that are likely to be more favorable than the terms of your investment, and possibly a lower purchase price per share.

Management Discretion as to Use of Proceeds
Our success will be substantially dependent upon the discretion and judgment of our management team with respect to the application and allocation of the proceeds of this Offering. The use of proceeds described below is an estimate based on our current business plan. We, however, may find it necessary or advisable to re-allocate portions of the net proceeds reserved for one category to another, and we will have broad discretion in doing so.

Projections: Forward Looking Information
Any projections or forward-looking statements regarding our anticipated financial or operational performance are hypothetical and are based on management's best estimate of the probable results of our operations and will not have been reviewed by our independent accountants. These projections will be based on assumptions that management believes are reasonable. Some assumptions invariably will not materialize due to unanticipated events and circumstances beyond management's control. Therefore, actual results of operations will vary from such projections, and such variances may be material. Any projected results cannot be guaranteed.

The amount raised in this offering may include investments from company insiders or immediate family members
Officers, directors, executives, and existing owners with a controlling stake in the company (or their immediate family members) may make investments in this offering. Any such investments will be included in the raised amount reflected on the campaign page.

Minority Holder; Securities with Voting Rights
The Class A Common Stock that an investor is buying has voting rights attached to it. However, you will be part of the minority shareholders of the Company and have agreed to appoint the Chief Executive Officer of the Company (the "CEO"), or his or her successor, as your voting proxy. You are trusting in management discretion in making good business decisions that will grow your investments. Furthermore, in the event of a liquidation of our Company, you will only be paid out if there is any cash remaining after all of the creditors of our Company have been paid out.

You are trusting that management will make the best decision for the company
You are trusting in management discretion. You are buying securities as a minority holder and therefore must trust the management of the Company to make good business decisions that grow your investment.

This offering involves "rolling closings," which may mean that earlier investors may not have the benefit of information that later investors have.
Once we meet our target amount for this offering, we may request that StartEngine instruct the escrow agent to disburse offering funds to us. At that point, investors whose subscription agreements have been accepted will become our investors. All early-stage companies are subject to a number of risks and uncertainties, and it is not uncommon for material changes to be made to the offering terms, or to companies' businesses, plans, or prospects, sometimes on short notice. When such changes happen during the course of an offering, we must file an amendment to our Form C with the SEC, and investors whose subscriptions have not yet been accepted will have the right to withdraw their subscriptions and get their money back. Investors whose subscriptions have already been accepted, however, will already be our investors and will have no such right.

Our new product could fail to achieve the sales projections we expected
Our growth projections are based on an assumption that with an increased advertising and marketing budget our products will be able to gain traction in the marketplace at a faster rate than our current products have. It is possible that our new products will fail to gain market acceptance for any number of reasons. If the new products fail to achieve significant sales and acceptance in the marketplace, this could materially and adversely impact the value of your investment.

We face significant market competition
We will compete with larger, established companies that currently have products on the market and/or various respective product development programs. They may have much better financial means and marketing/sales and human resources than us. They may succeed in developing and marketing competing equivalent products earlier than us, or superior products

than those developed by us. There can be no assurance that competitors will render our technology or products obsolete or that the products developed by us will be preferred to any existing or newly developed technologies. It should further be assumed that competition will intensify.

We are an early stage company and have limited revenue and operating history
The Company has a short history, few customers, and effectively no revenue. If you are investing in this company, it's because you think that Citizen Portal, Inc. is a good idea, that the team will be able to successfully market, and sell the product or service, and that we can price them right and sell them to enough people so that the Company will succeed. Further, we have never turned a profit and there is no assurance that we will ever be profitable.

We have pending patent approval's that might be vulnerable
One of the Company's most valuable assets is its intellectual property. The Company's intellectual property such as patents, trademarks, copyrights, Internet domain names, and trade secrets may not be registered with the proper authorities. We believe one of the most valuable components of the Company is our intellectual property portfolio. Due to the value, competitors may misappropriate or violate the rights owned by the Company. The Company intends to continue to protect its intellectual property portfolio from such violations. It is important to note that unforeseeable costs associated with such practices may invade the capital of the Company due to its unregistered intellectual property.

Our trademarks, copyrights and other intellectual property could be unenforceable or ineffective
Intellectual property is a complex field of law in which few things are certain. It is possible that competitors will be able to design around our intellectual property, find prior art to invalidate it, or render the patents unenforceable through some other mechanism. If competitors are able to bypass our trademark and copyright protection without obtaining a sublicense, it is likely that the Company's value will be materially and adversely impacted. This could also impair the Company's ability to compete in the marketplace. Moreover, if our trademarks and copyrights are deemed unenforceable, the Company will almost certainly lose any potential revenue it might be able to raise by entering into sublicenses. This would cut off a significant potential revenue stream for the Company.

The loss of one or more of our key personnel, or our failure to attract and retain other highly qualified personnel in the future, could harm our business
To be successful, the Company requires capable people to run its day-to-day operations. As the Company grows, it will need to attract and hire additional employees in sales, marketing, design, development, operations, finance, legal, human resources, and other areas. Depending on the economic environment and the Company's performance, we may not be able to locate or attract qualified individuals for such positions when we need them. We may also make hiring mistakes, which can be costly in terms of resources spent in recruiting, hiring, and investing in the incorrect individual and in the time delay in locating the right employee fit. If we are unable to attract, hire, and retain the right talent or make too many hiring mistakes, it is likely our business will suffer from not having the right employees in the right positions at the right time. This would likely adversely impact the value of your investment.

We rely on third parties to provide services essential to the success of our business
We rely on third parties to provide a variety of essential business functions for us, including manufacturing, shipping, accounting, legal work, public relations, advertising, retailing, and distribution. It is possible that some of these third parties will fail to perform their services or will perform them in an unacceptable manner. It is possible that we will experience delays, defects, errors, or other problems with their work that will materially impact our operations and we may have little or no recourse to recover damages for these losses. A disruption in these key or other suppliers' operations could materially and adversely affect our business. As a result, your investment could be adversely impacted by our reliance on third parties and their performance.

The Company is vulnerable to hackers and cyber-attacks
As an internet-based business, we may be vulnerable to hackers who may access the data of our investors and the issuer companies that utilize our platform. Further, any significant disruption in service on Citizen Portal, Inc. or in its computer systems could reduce the attractiveness of the platform and result in a loss of investors and companies interested in using our platform. Further, we rely on a third-party technology provider to provide some of our backup technology. Any disruptions of services or cyber-attacks either on our technology provider or on Citizen Portal, Inc. could harm our reputation and materially negatively impact our financial condition and business.

We are an early-stage company and have not yet generated significant profits
Citizen Portal, Inc. was formed on January 20, 2023. Accordingly, the Company has a limited history upon which an evaluation of its performance and future prospects can be made. Our current and proposed operations are subject to all business risks associated with new enterprises. These include likely fluctuations in operating results as the Company reacts to developments in its market, managing its growth, and the entry of competitors into the market. We will only be able to pay dividends on any shares once our directors determine that we are financially able to do so. Citizen Portal, Inc. has incurred a net loss and has had limited revenues generated since its inception. There is no assurance that we will be profitable in the next 3 years or generate sufficient revenues to pay dividends to the holders of the shares.

The Company may undergo a future change that could affect your investment
The Company may change its business, management or advisory team, IP portfolio, location of its principal place of business or production facilities, or other change that may result in adverse effects on your investment. Additionally, the

Company may alter its corporate structure through a merger, acquisition, consolidation, or other restructuring of its current corporate entity structure. Should such a future change occur, it would be based on management's review and determination that it is in the best interests of the Company.

The Chief Executive Officer currently splits time between working for Citizen Portal and another company
The CEO of Citizen Portal (Paul Brent Allen) currently splits his time between managing and operating Citizen Portal and Soar.com, the principal shareholder of the Company. Although there is a CEO transition plan in place, there is some level of risk in investing in a company whose day-to-day operations are managed by an individual who is not devoting 100% of their time to the Company. Once Citizen Portal has fully implemented its planned paid- and professional-subscription business model and begins generating recurring monthly revenue (anticipated in 2024), the Company expects to have a new, full-time CEO for Citizen Portal added to run Citizen Portal and the current CEO & founder will become Chairman of the Board of Citizen Portal.

The Chief Executive Officer does not currently receive a salary for his role with the Company
The CEO of Citizen Portal (Paul Brent Allen), does not currently receive a salary for his work at Citizen Portal. Although Paul is a majority owner of the Company, through his co-ownership & co-management of Soar.com, Citizen Portal's principal shareholder, there is some level of risk in investing in a company whose day-to-day operations are managed by an individual who does not receive a salary. Once the Company begins to generate recurring monthly revenue from its paid subscription business model and after its pending licensing agreements are finalized, Paul plans to begin receiving a salary of approximately $150,000 (anticipated in 2024). However, if the Company does not implement its planned business model or fully execute its pending license agreements, there is no guarantee Paul will be paid a salary for his work at Citizen Portal.

Ownership and Capital Structure; Rights of the Securities

Ownership
The following table sets forth information regarding beneficial ownership of the company's holders of 20% or more of any class of voting securities as of the date of this Offering Statement filing.

Stockholder Name	Number of Securities Owned	Type of Security Owned	Percentage
Soar.com, Inc. (Directors: Clint Carlos, Paul [CEO] & Christen Allen; 29% principally owned by MeAndTi, LLC [Co-managed & co-owned by Paul & Christen Allen])	12,000,000	Class B Common Stock	99.05%

The Company's Securities

The Company has authorized Class A Common Stock, Class B Common Stock, and Class C Non-Voting Common Stock. As part of the Regulation Crowdfunding raise, the Company will be offering up to 2,330,188 of Class A Common Stock.

Class A Common Stock

The amount of security authorized is 8,000,000 with a total of 1,145,683 outstanding.

Voting Rights

1 vote per share. Please see voting rights of securities sold in this offering below.

Material Rights

For further information on the material rights associated with this class of securities, please see the Company's Amended and Restated Certificate of Incorporation attached to the Offering Memorandum as Exhibit F.

Voting Rights of Securities Sold in this Offering

Voting Proxy. Each Subscriber shall appoint the Chief Executive Officer of the Company (the "CEO"), or his or her successor, as the Subscriber's true and lawful proxy and attorney, with the power to act alone and with full power of substitution, to, consistent with this instrument and on behalf of the Subscriber, (i) vote all Securities, (ii) give and receive notices and communications, (iii) execute any instrument or document that the CEO determines is necessary or appropriate in the exercise of its authority under this instrument, and (iv) take all actions necessary or appropriate in the judgment of the CEO for the accomplishment of the foregoing. The proxy and power granted by the Subscriber pursuant to this Section are coupled with an interest. Such proxy and power will be irrevocable. The proxy and power, so long as the Subscriber is an individual, will survive the death, incompetency and disability of the Subscriber and, so long as the Subscriber is an entity, will survive the merger or reorganization of the Subscriber or any other entity holding the Securities. However, the Proxy will terminate upon the closing of a firm-commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933 covering the offer and sale of Common Stock or the effectiveness of a registration statement under the Securities Exchange Act of 1934 covering the Common Stock.

Class B Common Stock

The amount of security authorized is 12,000,000 with a total of 12,000,000 outstanding.

Voting Rights

10 votes per share

Material Rights

There are no material rights associated with Class B Common Stock.

Class C Non-Voting Common Stock

The amount of security authorized is 5,000,000 with a total of 2,000,000 outstanding.

Voting Rights

There are no voting rights associated with Class C Non-Voting Common Stock.

Material Rights

The total amount outstanding includes 2,000,000 shares to be issued pursant to stock options, reserved but unissued.

What it means to be a minority holder

As a minority holder of Class A Common Stock of this offering, you have granted your votes by proxy to the CEO of the Company. Even if you were to receive control of your voting rights, as a minority holder, you will have limited rights in regards to the corporate actions of the Company, including additional issuances of securities, company repurchases of securities, a sale of the Company or its significant assets, or company transactions with related parties. Further, investors in this offering may have rights less than those of other investors, and will have limited influence on the corporate actions of the Company.

Dilution

Investors should understand the potential for dilution. The investor's stake in a company could be diluted due to the Company issuing additional shares. In other words, when the Company issues more shares, the percentage of the Company that you own will go down, even though the value of the Company may go up. You will own a smaller piece of a larger company. This increase in the number of shares outstanding could result from a stock offering (such as an initial public offering, another crowdfunding round, a venture capital round, or angel investment), employees exercising stock options or by conversion of certain instruments (e.g. convertible bonds, preferred shares or warrants) into stock.
If the Company decides to issue more shares, an investor could experience value dilution, with each share being worth less than before, and control dilution, with the total percentage an investor owns being less than before. There may also be earnings dilution, with a reduction in the amount earned per share (though this typically occurs only if the Company offers dividends, and most early-stage companies are unlikely to offer dividends, preferring to invest any earnings into the Company).

Transferability of securities

For a year, the securities can only be resold:

- In an IPO;
- To the company;
- To an accredited investor; and
- To a member of the family of the purchaser or the equivalent, to a trust controlled by the purchaser, to a trust created for the benefit of a member of the family of the purchaser or the equivalent, or in connection with the death or divorce of the purchaser or other similar circumstance.

Recent Offerings of Securities

We have made the following issuances of securities within the last three years:

- Name: Class B Common Stock
  Type of security sold: Equity
  Final amount sold: $1,200.00
  Number of Securities Sold: 12,000,000
  Use of proceeds: Issuance of founder stock (Soar.com)
  Date: February 13, 2023
  Offering exemption relied upon: 506(b)

- Name: Class A Common Stock
  Type of security sold: Equity
  Final amount sold: $425,000.00
  Number of Securities Sold: 1,145,683
  Use of proceeds: Platform development and operations
  Date: August 25, 2023
  Offering exemption relied upon: 506(b)

Financial Condition and Results of Operations

Financial Condition

You should read the following discussion and analysis of our financial condition and results of our operations together with our financial statements and related notes appearing at the end of this Offering Memorandum. This discussion contains forward-looking statements reflecting our current expectations that involve risks and uncertainties. Actual results and the timing of events may differ materially from those contained in these forward-looking statements due to a number of factors,

including those discussed in the section entitled "Risk Factors" and elsewhere in this Offering Memorandum.

Results of Operations

How long can the business operate without revenue:

We are already generating good revenue as of September 2023 ($67,500 in Sept). As additional customer segments come online as anticipated (library sales, lobbyists sales, and bulk subscriptions for civic organizations) and we finalize our pending sales agreements, our revenue projections are sufficient so that we may continue to operate the Company through the end of 2024.

Foreseeable major expenses based on projections:

Citizen Portal seeks to transcribe every video and audio from government meetings in the United States at the local, state, and federal levels. Hosting and indexing this content and ingesting it into advanced AI systems are projected as the primary costs.

Future operational challenges:

Citizen Portal requires social features that will lead to citizen engagement at scale. Building social features into the Citizen Portal will require rare engineering talent and web ops supported by capital resources.

Future challenges related to capital resources:

The United States population represents about 5 percent of the global population. The opportunity to expand into other democratic societies will require additional capital resources.

Future milestones and events:

Expected media opportunities to speak to large audiences with Podcasts, radio, and television exposure anticipated to introduce Citizen Portal to millions of United States citizens. Several large influencers have already approached Citizen Portal to be guests on their program.

Liquidity and Capital Resources

What capital resources are currently available to the Company? (Cash on hand, existing lines of credit, shareholder loans, etc...)

As of September 15, 2023, the Company has capital resources available in the form of Cash on Hand of $134,500 with anticipated future revenue from customer payments expected over the upcoming months.

How do the funds of this campaign factor into your financial resources? (Are these funds critical to your company operations? Or do you have other funds or capital resources available?)

We have demonstrated the ability to raise money from multiple sources. We believe the funds of this campaign are helpful but not critical to our company operations. We have other sources of funds and opportunities for capital resources available in addition to the funds from this Regulation Crowdfunding campaign.

Are the funds from this campaign necessary to the viability of the company? (Of the total funds that your company has, how much of that will be made up of funds raised from the crowdfunding campaign?)

We believe the funds from this campaign are not necessary for the viability of the Company. Of the total funds that our Company has now or anticipates closing in the near future, less than half will be made up of funds raised from the crowdfunding campaign if it raises its maximum funding goal.

How long will you be able to operate the company if you raise your minimum? What expenses is this estimate based on?

If the Company raises the minimum offering amount, we anticipate the Company will be able to operate through 2024 and into 2025. This is based on a current monthly expense of $35,000 for expenses related to trainings and seminar fees, business licenses, and travel.

How long will you be able to operate the company if you raise your maximum funding goal?

If the Company raises the maximum offering amount, we anticipate the Company will be able to operate through 2025 with accelerated growth. This is based on an anticipated monthly expense of $100,000 for expenses related to people and content

development.

Are there any additional future sources of capital available to your company? (Required capital contributions, lines of credit, contemplated future capital raises, etc...)

Currently, the Company has contemplated additional future sources of capital including revenue from contracts for access to content and from services to develop custom content and subsequent rounds of investment from current investors.

Indebtedness

The Company does not have any material terms of indebtedness.

Related Party Transactions

- Name of Entity: Soar.com
  Names of 20% owners: Paul Allen
  Relationship to Company: 20%+ Owner
  Nature / amount of interest in the transaction: As of May 26, 2023, the Company has a trade receivable from a related party Soar.com, one of the shareholders, in the amount of $20,000. As of May 26, 2023, the Company has a liability in the amount of $55,426 to the related party Soar.com, one of the shareholders.
  Material Terms: The total liability is $55,426.

Valuation

Pre-Money Valuation: $8,027,211.99

Valuation Details:

The Company set its valuation internally, without a formal third-party independent evaluation.

The pre-money valuation has been calculated on a fully diluted basis. In making this calculation, we have assumed:(i) there are no outstanding options, warrants, and other securities with a right to acquire shares are exercised; and (ii) any shares reserved for issuance under a stock plan are issued.

Citizen Portal's pre-money valuation of approximately $8,000,000 is based on analyzing the value of the company's experienced leadership, our unique and valuable technologies, products and content, recent industry revenue multipliers, and comparable companies. The valuation was calculated by incorporating the below:

Experienced Leadership

Our leadership team is led by founder Paul Allen, a serial entrepreneur with a successful track record of six profitable companies since 1990. Allen is the founder of renowned platforms such as Ancestry.com and Soar.com. Another team member worked for Lexis-Nexis who gathered and processed federal and state court case reporting and executive and legislative content and sold to law firms, corporations, courts, and government entities. Other team members have experience in gathering and processing public and private content to build a profitable business. Their experience and expertise in the relevant industries ensure we will have the necessary resources, network, and understanding to drive Citizen Portal forward. We believe our leadership is a grade A Team.

Technologies, Products, and Content

Our technologies, products, and content are valuable and meaningful for the target markets and industries focused on by Citizen Portal. The Citizen Portal platform includes the core gathering, transcription, indexing, search, and artificial intelligent processing to access and analyze required meaningful results for citizens in a democracy. Our technology is licensed from our parent company, Soar.com, which has spent years developing the IP.

Initial Sales Pipeline

Despite being in our first year of existence, Citizen Portal has already executed our first sales contract with a non-profit organization that develops policy and resources for other non-profits, small businesses, and philanthropic groups. We have already begun generating revenue from this agreement.

Citizen Portal also has additional sales agreements in progress, which once completed, we expect to begin generating revenue by the end of the year and/or the first half of 2024.

Industry Valuation Multipliers

In mid-2023, Citizen Portal raised $426,200 in a Seed Round from private investors at a $4M valuation. Citizen Portal has 3 employees to provide leadership and accounting and legal and financial statements. We license the technology, platform, products, and content from our parent company Soar.com (founded in 2017), and use services agreements to obtain services from approximately 37 consultants who provide various services to develop and process content support for the Citizen Portal platform and website.

A similar competitor, ClearGov, was at a comparable stage of business development as Citizen Portal is currently (together with licensed technology, products, and content developed over 5 years) when it conducted its initial funding round in the summer of 2020, raising $3.5M in Seed Round funding at a $8.5M valuation from private investors. Then on December 21, 2021, ClearGov raised $20M in Series A Round funding at a $110 valuation. In May 2021, ClearGov reported that it had 40 employees. (PitchBook)

Market Data and Comparable Companies

The govtech market is witnessing substantial growth, as demand for transparent information increases and the desire for digital transformation in the public sector rises. According to a report by Grand View Research, the global govtech market size was valued at $19.8 billion in 2020 and is expected to expand at a compound annual growth rate (CAGR) of 17.6% from 2021 to 2028 (source: Grand View Research).

Comparable companies in the same industry who have recently raised capital at similar valuations include ClearGov and ZenCity.

ClearGov was founded in 2015 but spent the first 6-plus years developing technology and products in FinTech for local governments to help with annual budgets. On June 2, 2020, ClearGov raised a Seed Round of $3.5M at a valuation of $8.5M valuation. On December 21, 2021, ClearGov raised a Series A Round of $20M at a step-up valuation of $110M. ClearGov specializes in data visualization related to municipal finances. (PitchBook)

ZenCity was founded in 2015 but spent the first 4 years developing technologies, its platform, and products for government customers. In September 2018, ZenCity secured a Series A Round of $6M at a pre-money valuation of $8.6M. (PitchBook)

Sources:

1. Crunchbase: https://www.crunchbase.com/ - (may require a subscription to access certain data)

2. Government Technology: https://www.govtech.com/

3. Grand View Research: https://www.grandviewresearch.com/industry-analysis/govtech-market

4. Geektime: https://www.geektime.com/

5. PitchBook: https://www.pitchbook.com/ - (may require a subscription to access certain data)

Use of Proceeds

If we raise the Target Offering Amount of $15,000.00 we plan to use these proceeds as follows:

- StartEngine Platform Fees
  5.5%

- StartEngine Service Fees
  94.5%
  Fees for certain creative design, legal, marketing, technical, and administrative support services provided by StartEngine, of which the final amount may vary.

If we raise the over allotment amount of $1,234,999.64, we plan to use these proceeds as follows:

- StartEngine Platform Fees
  5.5%

- Research & Development
  30.0%
  We will use 30% of the funds raised for market and customer research, new product development and market testing.

- Company Employment
  35.0%
  We will use 35% of the funds to hire key personnel for engineering for product development and other people for business development (partner and affiliate development), content processing and development, daily operations, and support. Wages to be commensurate with training, experience and position.

- Content Development

13.5%
We will use 13.5% of the funds to acquire licenses for content and to process and develop content for Citizen Portal.

- Working Capital
  15.0%
  We will use 15% of the funds for working capital to cover expenses for the product and content expansion and launch as well as ongoing day-to-day operations of the Company.

- StartEngine Service Fees
  1.0%
  Fees for certain creative design, legal, marketing, technical, and administrative support services provided by StartEngine, of which the final amount may vary.

The Company may change the intended use of proceeds if our officers believe it is in the best interests of the company.

Regulatory Information

Disqualification

No disqualifying event has been recorded in respect to the company or its officers or directors.

Compliance Failure

The company has not previously failed to comply with the requirements of Regulation Crowdfunding.

Ongoing Reporting

The Company will file a report electronically with the SEC annually and post the report on its website no later than April 29 (120 days after Fiscal Year End). Once posted, the annual report may be found on the Company's website at https://www.citizenportal.ai/ (citizenportal.ai/annual-reports).

The Company must continue to comply with the ongoing reporting requirements until:

(1) it is required to file reports under Section 13(a) or Section 15(d) of the Exchange Act;

(2) it has filed at least one (1) annual report pursuant to Regulation Crowdfunding and has fewer than three hundred (300) holders of record and has total assets that do not exceed $10,000,000;

(3) it has filed at least three (3) annual reports pursuant to Regulation Crowdfunding;

(4) it or another party repurchases all of the securities issued in reliance on Section 4(a)(6) of the Securities Act, including any payment in full of debt securities or any complete redemption of redeemable securities; or

(5) it liquidates or dissolves its business in accordance with state law.

Updates

Updates on the status of this Offering may be found at: www.startengine.com/citizenportal

Investing Process

See Exhibit E to the Offering Statement of which this Offering Memorandum forms a part.

EXHIBIT B TO FORM C

FINANCIAL STATEMENTS AND INDEPENDENT ACCOUNTANT'S REVIEW FOR Citizen Portal Inc.

[See attached]

CITIZEN PORTAL, INC.

FINANCIAL STATEMENTS
FROM INCEPTION (JANUARY 20, 2023) YEAR ENDED APRIL 30, 2023
(Unaudited)

INDEX TO FINANCIAL STATEMENTS

(UNAUDITED)

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INDEPENDENT ACCOUNTANT'S REVIEW REPORT

To the Board of Directors
Citizen Portal Inc.
Kansas City, Missouri

We have reviewed the accompanying financial statements of Citizen Portal Inc. (the "Company,"), which comprise the balance sheet as of April 30, 2023, and the related statement of operations, statement of shareholders' equity (deficit), and cash flows for the period from Inception (January 20, 2023) to April 30, 2023, and the related notes to the financial statements. A review includes primarily applying analytical procedures to management's financial data and making inquiries of company management. A review is substantially less in scope than an audit, the objective of which is the expression of an opinion regarding the financial statements as a whole. Accordingly, we do not express such an opinion.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Accountant's Responsibility

Our responsibility is to conduct the review in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. Those standards require us to perform procedures to obtain limited assurance as a basis for reporting whether we are aware of any material modifications that should be made to the financial statements for them to be in accordance with accounting principles generally accepted in the United States of America. We believe that the results of our procedures provide a reasonable basis for our conclusion.

Accountant's Conclusion

Based on our review, we are not aware of any material modifications that should be made to the accompanying financial statements in order for them to be in conformity with accounting principles generally accepted in the United States of America.

Going Concern

As discussed in Note 9, certain conditions indicate that the Company may be unable to continue as a going concern. The accompanying financial statements do not include any adjustments that might be necessary should the Company be unable to continue as a going concern.

SetApart FS

May 26, 2023
Los Angeles, California

CITIZEN PORTAL INC.
BALANCE SHEET
(UNAUDITED)

As of April 30,	2023
(USD $ in Dollars)	
ASSETS	
Current Assets:	
Cash & cash equivalents	$ 11,860
Total current assets	**11,860**
Total assets	**$ 11,860**
LIABILITIES AND STOCKHOLDERS' EQUITY	
Current Liabilities:	
Accounts Payable	$ 30,426
Total current liabilities	**30,426**
Total liabilities	**30,426**
STOCKHOLDERS EQUITY	
Common Stock Class A	77
Common Stock Class B	1,200
Subscription Receivable	(1,200)
Additional Paid in Capital	232,423
Retained earnings/(Accumulated Deficit)	(251,066)
Total stockholders' equity	**(18,566)**
Total liabilities and stockholders' equity	**$ 11,860**

See accompanying notes to financial statements.

CITIZEN PORTAL INC.
STATEMENTS OF OPERATIONS
(UNAUDITED)

Inception (January 20, 2023)	April 30, 2023
(USD $ in Dollars)	
Net revenue	$ -
Cost of goods sold	-
Gross profit	-
Operating expenses	
General and administrative	250,566
Sales and marketing	500
Total operating expenses	251,066
Operating income/(loss)	(251,066)
Interest expense	-
Other Loss/(Income)	-
Income/(Loss) before provision for income taxes	(251,066)
Provision/(Benefit) for income taxes	-
Net income/(Net Loss)	**$ (251,066)**

See accompanying notes to financial statements.

CITIZEN PORTAL INC.

STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

(UNAUDITED)

(in , $US)	Common Stock Class A		Common Stock Class B		Subscription	Additional Paid In	Retained earnings/	Total Shareholders'
	Shares	Amount	Shares	Amount	Receivable	Capital	(Accumulated Deficit)	Equity
Inception date January 20, 2023	-		-					
Issuance of Common Stock	767,773	$ 77	12,000,000	$ 1,200	(1,200)	$ 232,423		$ 232,500
Net income/(loss)	-	-	-	-			$ (251,066)	(251,066)
Balance—April 30, 2023	**767,773**	**$ 77**	**12,000,000**	**$ 1,200**	**$ (1,200)**	**$ 232,423**	**$ (251,066)**	**$ (18,566)**

See accompanying notes to financial statements.

CITIZEN PORTAL INC.
STATEMENTS OF CASH FLOWS
(UNAUDITED)

As of inception (January 20, 2023)	April 30, 2023
(USD $ in Dollars)	
CASH FLOW FROM OPERATING ACTIVITIES	
Net income/(loss)	$ (251,066)
Adjustments to reconcile net income to net cash provided/(used) by operating activities:	
Changes in operating assets and liabilities:	
Accounts Payable	30,426
Net cash provided/(used) by operating activities	**(220,640)**
CASH FLOW FROM INVESTING ACTIVITIES	
Purchases of Property and Equipment	-
Net cash provided/(used) in investing activities	**-**
CASH FLOW FROM FINANCING ACTIVITIES	
Proceeds from Issuance of Stock	232,500
Net cash provided/(used) by financing activities	**232,500**
Change in cash	11,860
Cash—beginning of year	-
Cash—end of year	**$ 11,860**
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION	
Cash paid during the year for interest	$ -
Cash paid during the year for income taxes	$ -
OTHER NONCASH INVESTING AND FINANCING ACTIVITIES AND SUPPLEMENTAL DISCLOSURES	
Purchase of property and equipment not yet paid for	$ -
Issuance of equity in return for note	$ -
Issuance of equity in return for accrued payroll and other liabilities	$ -

See accompanying notes to financial statements.

1. NATURE OF OPERATIONS

Citizen Portal Inc. was incorporated on January 20, 2023 in the state of Delaware. The financial statements of Citizen Portal, Inc. (Which may be referred to as the "Company", "we", "us", or "our") are prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). The Company's headquarters are located in Kansas City, Missouri.

Citizen Portal is an AI-powered platform that indexes and transcribes video recordings of local, state, US government, and school board meetings and hearings at all levels, making them easily searchable and accessible to citizens, volunteers, and journalists. In a time where the Fourth Estate has disappeared and the newspaper industry has suffered, Citizen Portal aims to create a new Fourth Estate that connects every citizen to everything said and done in public meetings and by governments at all levels, giving citizens the tools needed to keep the government accountable and honest. The platform provides knowledge to leaders, engages citizens, and promotes transparency and accountability in government. With democracy at its greatest risk level since the Civil War, Citizen Portal presents an opportunity to invest in a platform that helps preserve self-government and enables citizens to be well-informed in a time where information overload and mis- and dis-information are prevalent.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accounting and reporting policies of the Company conform to accounting principles generally accepted in the United States of America ("US GAAP"). The Company has adopted the calendar year as its basis of reporting.

Use of Estimates

The preparation of financial statements in conformity with United States GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents

Cash and cash equivalents include all cash in banks. The Company's cash is deposited in demand accounts at financial institutions that management believes are creditworthy. The Company's cash and cash equivalents in bank deposit accounts, at times, may exceed federally insured limits. As of April 30, 2023, the Company's cash and cash equivalents did not exceed FDIC insured limits.

Subscription Receivable

The Company records stock issuances at the effective date. If the subscription is not funded upon issuance, the Company records a subscription receivable as an asset on a balance sheet. When subscription receivables are not received prior to the issuance of financial statements at a reporting date in satisfaction of the requirements under FASB ASC 505-10-45-2, the subscription is reclassified as a contra account to stockholders' equity on the balance sheet.

Income Taxes

Citizen Portal, Inc. is a C corporation for income tax purposes. The Company accounts for income taxes under the liability method, and deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying values of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. A valuation allowance is provided on deferred tax assets if it is determined that it is more likely than not that the deferred tax asset will not be realized. The Company records interest, net of any applicable related income tax benefit, on potential income tax contingencies as a component of income tax expense. The Company records tax positions taken or expected to be taken in a tax return based upon the amount that is more likely than not to be realized or paid, including in connection with the resolution of any related appeals or other legal processes. Accordingly, the Company recognizes liabilities for certain unrecognized tax benefits based on the amounts that are more likely than not to be settled with the relevant taxing authority. The Company recognizes interest and/or penalties related to unrecognized tax benefits as a component of income tax expense.

Concentration of Credit Risk

The Company maintains its cash with a major financial institution located in the United States of America which it believes to be creditworthy. Balances are insured by the Federal Deposit Insurance Corporation up to $250,000. At times, the Company may maintain balances in excess of the federally insured limits.

Revenue Recognition

The Company is currently pre-revenue and will follow the provisions and the disclosure requirements described in ASU 2014-09 also referred to as Topic 606. Revenue recognition, according to Topic 606, is determined using the following steps:

1) Identification of the contract, or contracts, with the customer: the Company determines the existence of a contract with a customer when the contract is mutually approved; the rights of each party in relation to the services to be transferred can be identified, the payment terms for the services can be identified, the customer has the capacity and intention to pay, and the contract has commercial substance.

2) Identification of performance obligations in the contract: performance obligations consist of a promised in a contract (written or oral) with a customer to transfer to the customer either a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same and that have the same pattern of transfer to the customer.

3) Recognition of revenue when, or how, a performance obligation is met: revenues are recognized when or as control of the promised goods or services is transferred to customers.

The Company will earn revenues from its AI-powered platform.

Advertising and Promotion

Advertising and promotional costs are expensed as incurred. Advertising and promotional expenses for the period from inception to year ended April 30, 2023 amounted to $500, which is included in sales and marketing expenses.

Fair Value of Financial Instruments

The carrying value of the Company's financial instruments included in current assets and current liabilities (such as cash and cash equivalents, restricted cash and cash equivalents, accounts receivable, accounts payable, and accrued expenses approximate fair value due to the short-term nature of such instruments).

The inputs used to measure fair value are based on a hierarchy that prioritizes observable and unobservable inputs used in valuation techniques. These levels, in order of highest to lowest priority, are described below:

Level 1—Quoted prices (unadjusted) in active markets that are accessible at the measurement date for identical assets or liabilities.

Level 2—Observable prices that are based on inputs not quoted on active markets but corroborated by market data.

Level 3—Unobservable inputs reflecting the Company's assumptions, consistent with reasonably available assumptions made by other market participants. These valuations require significant judgment.

Subsequent Events

The Company considers events or transactions that occur after the balance sheet date, but prior to the issuance of the financial statements to provide additional evidence relative to certain estimates or to identify matters that require additional disclosure. Subsequent events have been evaluated through April 30, 2023, which is the date the financial statements were issued.

Recently Issued and Adopted Accounting Pronouncements

The FASB issues ASUs to amend the authoritative literature in ASC. There have been a number of ASUs to date, including those above, that amend the original text of ASC. Management believes that those issued to date either (i) provide supplemental guidance, (ii) are technical corrections, (iii) are not applicable to us or (iv) are not expected to have a significant impact on our financial statements.

3. CAPITALIZATION AND EQUITY TRANSACTIONS

Common Stock Class A

The Company is authorized to issue 8,000,000 shares of common stock Class A with a par value of $0.0001. As of April 30, 2023, 767,773 shares have been issued and are outstanding.

Common Stock Class B

The Company is authorized to issue 12,000,000 shares of Common Stock Class B with a par value of $0.0001. As of April 30, 2023, 12,000,000 shares have been issued and are outstanding.

Common Stock Class C Non-Voting

The Company is authorized to issue 5,000,000 shares of Common Stock Class C Non-Voting with a par value of $0.0001. As of April 30, 2023, no shares have been issued.

4. DEBT

The Company has no debt outstanding.

5. INCOME TAXES

The provision for income taxes for the year ended April 30, 2023 consists of the following:

As of Year Ended April 30,		2023
Net Operating Loss	$	(62,766)
Valuation Allowance		62,766
Net Provision for income tax	$	-

Significant components of the Company's deferred tax assets and liabilities at April 30, 2023 are as follows:

As of Year Ended April 30,		2023
Net Operating Loss	$	(62,766)
Valuation Allowance		62,766
Total Deferred Tax Asset	$	-

Management assesses the available positive and negative evidence to estimate if sufficient future taxable income will be generated to use the existing deferred tax assets. On the basis of this evaluation, the Company has determined that it is more likely than not that the Company will not recognize the benefits of the federal and state net deferred tax assets, and, as a result, full valuation allowance has been set against its net deferred tax assets as of April 30, 2023. The amount of the deferred tax asset to be realized could be adjusted if estimates of future taxable income during the carryforward period are reduced or increased.

For the fiscal year ending April 30, 2023, the Company had federal cumulative net operating loss ("NOL") carryforwards of $261,066, and the Company had state net operating loss ("NOL") carryforwards of approximately $251,066. Utilization of some of the federal and state NOL carryforwards to reduce future income taxes will depend on the Company's ability to generate sufficient taxable income prior to the expiration of the carryforwards. The federal net operating loss carryforward is subject to an 80% limitation on taxable income, does not expire, and will carry on indefinitely.

The Company recognizes the impact of a tax position in the financial statements if that position is more likely than not to be sustained on a tax return upon examination by the relevant taxing authority, based on the technical merits of the position. As of April 30, 2023, the Company had no unrecognized tax benefits.

The Company recognizes interest and penalties related to income tax matters in income tax expense. As of April 30, 2023, the Company had no accrued interest and penalties related to uncertain tax positions.

6. RELATED PARTY

As of May 26, 2023, the Company has a trade receivable from a related party Soar.com, one of the shareholders, in the amount of $20,000,

As of May 26, 2023, the Company has a liability in the amount of $55,426 to the related party Soar.com, one of the shareholders.

7. COMMITMENTS AND CONTINGENCIES

Contingencies

The Company's operations are subject to a variety of local and state regulation. Failure to comply with one or more of those regulations could result in fines, restrictions on its operations, or losses of permits that could result in the Company ceasing operations.

Litigation and Claims

From time to time, the Company may be involved in litigation relating to claims arising out of operations in the normal course of business. As of April 30, 2023, there were no pending or threatened lawsuits that could reasonably be expected to have a material effect on the results of the Company's operations.

8. SUBSEQUENT EVENTS

The Company has evaluated subsequent events for the period from April 30, 2023 through May 26, 2023, which is the date the financial statements were available to be issued.

In May of 2023, the Company raised an additional $30,000 from the shareholders.

As of May 26, 2023, the Company has a trade receivable from a related party Soar.com, one of the shareholders, in the amount of $20,000.

As of May 26, 2023, the Company has a liability in the amount of $55,426 to the related party Soar.com, one of the shareholders.

There have been no other events or transactions during this time which would have a material effect on these financial statements.

9. GOING CONCERN

The Company lacks significant working capital and has only recently commenced operations. We will incur significant additional costs before significant revenue is achieved. These matters raise substantial doubt about the Company's ability to continue as a going concern. During the next twelve months, the Company intends to fund its operations with funding from our proposed Regulation Crowdfunding campaign, and additional debt and/or equity financing as determined to be necessary. There are no assurances that management will be able to raise capital on terms acceptable to the Company. If we are unable to obtain sufficient amounts of additional capital, we may be required to reduce the scope of our planned development, which could harm our business, financial condition and operating results. The balance sheet and related financial statements do not include any adjustments that might result from these uncertainties.

EXHIBIT C TO FORM C

PROFILE SCREENSHOTS

[See attached]

The Future of Democracy

Citizen Portal is an intuitive platform for improving SEC-mandated reporting and a standard blockchain-based data layer, aiming to democratize civic engagement, trans...

$5 Raised

OVERVIEW | DISCUSS | TERMS | DISCLOSURE | INVESTOR FAQS

REASONS TO INVEST

- **Be an early backer of what could be the next big thing in AI.** Citizen Portal's AI-powered platform makes data and information accessible to everyone. Our AI-powered search and function makes it easy to track keywords and topics discussed.
- **Help strengthen our democracy and senior government institutions.** Our platform provides a transparent and efficient for verified local and state officials so they can use what their public officials are doing and saying.
- **Make a decision backed by insiders** like the Founder of Amazon.com and top AC partner, and marketing pros.

Closed Beta
Beta is Open

Pre-money	Post-money
$5	$5
$109.17	$5.22M

THE PITCH

Inform. Engage. Enlighten.

We believe Citizen Portal is the ultimate solution to a pressing problem: the decline of civic engagement and the lack of transparency in local and state governments. Our platform, Citizen Portal, is designed to bridge this gap by providing a user-friendly platform for accessing and understanding local government decisions. With our AI-powered search and function, we aim to make it easier for citizens to track keywords and topics discussed in meetings, ensuring that even the busiest individuals can stay informed and engaged in the democratic process.

The current landscape of local and state governance is characterized by a lack of transparency and accessibility, leading to disengagement from public affairs. Our platform addresses this issue by providing a centralized hub where users can access and analyze data from various meetings and documents, thus enabling them to make informed decisions and participate more effectively in civic activities.

Our AI-powered search and function will be a game-changer in this context, allowing users to quickly find relevant information and stay updated on topics of interest. This will not only enhance the efficiency of the democratic process but also foster a more informed and engaged citizenry, which is crucial for the health of our democracy.

Key Features

- **Search and Alerts:** Through the alerts tool, keep off the beaten path Bookmark sites for Tweetback.
- **Keep Search:** with Citizen Portal, keep search functions, land on the exact moment the issue of interest is discussed in a video.
- **Clips:** Highlight a pertinent part of the transcript and send LINK it to anyone. Upload your best clips on a video—any, and share it on social media and stream.
- **Historical Document Search:** Access all U.S. Executive Orders and—in short order.
- **Visual Heat Map:** View at a glance the results of any keyword search. Blues results by state on US Lights Years.

THE OPPORTUNITY

Of the People. By the People. For the People

We believe Citizen Portal is the ultimate solution to a pressing problem: the decline of civic engagement and the lack of transparency in local and state governments. Our platform, Citizen Portal, is designed to bridge this gap by providing a user-friendly platform for accessing and understanding local government decisions. With our AI-powered search and function, we aim to make it easier for citizens to track keywords and topics discussed in meetings, ensuring that even the busiest individuals can stay informed and engaged in the democratic process.

The current landscape of local and state governance is characterized by a lack of transparency and accessibility, leading citizens to the dark about decisions that affect their lives. This lack of transparency and accessibility has led to disengagement from public affairs and government actions. Armed with AI-powered search tools, citizens, attorneys, and journalists can now hold the government accountable, ensuring greater transparency and trust.

The Problem

49%
of US voters have little or no likely love our democracy

US democracy appears to be at its greatest risk level since the Civil War.

Trust in government is at all time low—With the explosion of accessible information, it's almost impossible for citizens and elected officials to be accurately informed

Why Now:

- **Open meetings laws:** Most public meetings are now recorded
- **Video conferencing:** Abundant digital content
- **AI generated transcriptions:** High accuracy low cost
- **Conversational AI (ChatGPT):** Best natural language prior

* Source Gallup Survey

At a time when U.S. democracy seems to be at its highest risk since the Civil War, and trust in government is at an all time low, Citizen Portal is a beacon of hope, offering a solution that empowers citizens with the tools and information they need to stay informed and engaged in the democratic process. This platform is not just about staying updated on local and state governance; it's about fostering a more transparent, accountable, and trustworthy government for the benefit of all citizens.

By ensuring that citizens have access to the information they need to make informed decisions and participate more effectively in civic activities, we are not just addressing a pressing problem but also contributing to the broader goal of strengthening our democracy. This platform has the potential to rekindle trust in government and foster a more informed and engaged citizenry, which is crucial for the health of our democracy.

THE MARKET & OUR TRACTION

"Knowledge Is Power. Ignorance Is Destructive."

Citizen Portal is at the forefront of AI-enabled government innovation. The platform democratizes data-driven decision-making that is efficient and effective. Access to AI algorithms processing massive amounts of information in real time. Citizen Portal's AI tools empower citizen journalists, attorneys, and concerned citizens to uncover hidden patterns and make informed decisions with unprecedented speed and accuracy. Citizen Portal can have a massive impact on democracy by enhancing transparency, accountability, and citizen engagement and policy outcomes through predictive analytics.

Citizen Portal is on a mission to democratize access to government data with a cutting-edge AI platform. The top priority is to empower citizens by fostering transparency and accountability in local and state governments. The platform aims to bridge the gap between complex data and citizens' accessibility to demand official work. In turn, we believe revolutionize the way people interact with their government.

The Market Need

Government
- Increased trust in transparency and accountability
- Adoption of new technologies to improve efficiency and effectiveness
- Ability to respond to data-driven decision-making

Media
- Shift to digital platforms
- Increased demand for data-driven reporting
- Demand for video content and transcriptions

Business
- Growing importance of government relations
- Increased demand for data-driven decision-making
- Demand for data-driven insights and the ability to engage

Citizens
- Growing desires for transparency and accountability
- Increased trust
- Increased desire for civic engagement
- Demand for more accessible and user-friendly government services

$426,200
Raised from accredited investors in our pre-seed round

With $426,200 raised from accredited investors in the pre-seed round, Citizen Portal has already caught the attention of some major players. Citizen Portal's seasoned leadership team, led by Founder Paul Allen, is charting a path to success in the tech industry. Paul's recent appearance on the Cory Bernardi Show & Economic Freedom podcast, and with Sir Graff's Great Scott, where he championed the positive impact of AI in Nations, is just the start.

* Testimonials may vary depending on the experience of other customers who recognize Citizen Portal additional or success.

Join Citizen Portal on the Mission to Improve Democracy

By backing Citizen Portal, you have an opportunity to support a mission-driven company that is leveraging cutting-edge AI technology to address a critical issue in our society. Your investment not only can create funding and strategic partnerships, this is your chance to be a part of a game-changing platform that empowers citizens, restores government accountability, and shapes the future of the political scene.

Paul Allen

Our seasoned leadership team, led by Founder Paul Allen, is charting a path to success in the tech industry. Paul's recent appearance on the **Utah Governor's Office of Economic Opportunity podcast** and with Sir Graff's Great Scott, where he discussed AI's future, is just the start, and he has joined **other major podcasts, such as The Drinking with Steve Scully** on SiriusXM's bipartisan political channel.

Citizen Portal's unique approach to providing access to public meetings and government proceedings can create new opportunities for citizens to be engaged and informed, potentially leading to increased civic participation and trust in government. This platform has garnered supporters and endorsers can consider Citizen Portal to change the face of American democracy.

Join the movement. Be a part of history in the making. Invest in Citizen Portal today.

ABOUT

55 N Meadowbrook Drive
Alpine, UT 84004

Website
View Site

Citizen Portal is on a mission to democratize access to public data and information using cutting-edge AI technology, empowering citizens with the tools and information they need to stay informed and engaged in the democratic process.

TEAM

Paul Allen
CEO & Board Member

Paul Allen is a renowned advisor and entrepreneur with a diverse background in technology, marketing, and philanthropy. He has a proven track record of leveraging his influence and expertise to drive positive outcomes for his ventures and causes.

He has the global scoop by being a frequent guest on Sir Graff's Great Scott, where he shares his insights on the latest trends and innovations in the tech industry. Paul's ability to stay ahead of the curve and his willingness to share his knowledge with others have made him a sought-after guest on various podcasts and media outlets.

Paul's most recent ventures include the Reinventing Marriage Network and the Utah Governor's Office of Economic Opportunity, where he has served as a board member. His passion for AI and its potential to revolutionize various industries has been evident in his discussions on the Cory Bernardi Show and his upcoming appearance on the Drinking with Steve Scully podcast on SiriusXM's Bipartisan Political Channel.

Paul is also a philanthropist at heart, with a strong commitment to giving back to his community and supporting various causes. His ability to leverage his influence and resources to make a difference in the world is a testament to his character and values.

With his wealth of knowledge, experience, and a strong network of influential individuals, Paul Allen is a valuable asset to any venture he chooses to pursue. His ability to drive positive outcomes and his commitment to giving back to his community make him a true asset to the American democracy.

Sedo Strategic Investment Legal Officer, Board Member, Secretary

Sedo Strategic Investment Legal Officer, Board Member, Secretary is a seasoned legal professional with a wide range of expertise in various fields, including corporate law, intellectual property, and strategic investments. The company's focus on leveraging technology and innovation to drive growth and success in the digital domain suggests that the legal officer would have a deep understanding of the intersection of law and technology. The board member and secretary roles indicate that the individual is involved in governance and decision-making at the highest levels of the company. The board member role typically involves providing strategic guidance and oversight to the company's management team, while the secretary role typically involves maintaining accurate records and ensuring compliance with legal and regulatory requirements.

As a seasoned professional with a wide range of expertise in various fields, the Sedo Strategic Investment Legal Officer, Board Member, Secretary can provide valuable insights and guidance to Citizen Portal as it navigates the complex landscape of democracy.

Christine Allen
Board Member (Part-Time)

Christine Allen is a certified Financial Planner and a Certified Public Accountant with a Bachelor's Degree in Accounting from Utah State University. She has been a tax preparer for individuals and small businesses for over 30 years, specializing in Individual Income Tax, Partnership Tax, and Corporate Tax. She has also been a Quickbooks Pro Advisor and Payroll Tax Specialist for over 20 years, ensuring accurate and timely payroll processing and compliance with tax regulations. Christine's degrees and certifications demonstrate her expertise in financial planning and accounting, which can be valuable assets to Citizen Portal.

As a board member of Citizen Portal, Christine can provide valuable insights and guidance on financial matters, ensuring the company's financial health and compliance with tax regulations. Her expertise in financial planning can also be beneficial in helping the company develop strategies for growth and sustainability.

Citizen Portal's Founder, Paul Allen, is married to Christine Allen.

TERMS

Overview

SHARE PRICE	SHARES OFFERED
$0.01	$5.22M

INVESTMENT MINIMUM	MAXIMUM
$10	$1.07M

OFFERING TYPE	EQUITY
Regulation CF	Regulation A

MINIMUM VALUATION	MAXIMUM VALUATION
$109.17	$5.22M

Breakdown

SECURITY TYPE	Equity
MINIMUM INVESTMENT	$10
$1,204,999.64	Common Stock

MAXIMUM NUMBER OF SHARES OFFERED	CLASS OF SECURITIES
20,000	Class A Common Stock

MAXIMUM AMOUNT OF SHARES OFFERED
2,010,240

Minimum Number of Shares Offered: 1,000,000 | Maximum Number of Shares Offered: 20,000,000

- SEC Record Filing
- Offering Memorandum
- Financials
- More...

Previous version of Series Q Preferred Stock is adjusted for Stock Dividends

Voting Rights of Series Q Preferred Stock

Holders of Series Q Preferred Stock shall be entitled to vote, on any matter submitted to a vote of the holders of Common Stock, on an as-converted basis (the "Voting Rights"). Notwithstanding the foregoing, the Voting Rights of the holders of Series Q Preferred Stock shall be limited to the extent that such Voting Rights would result in any Person or group of Persons (as defined in Section 13(d) of the Exchange Act and the rules and regulations promulgated thereunder) beneficially owning (as defined in Section 13(d) of the Exchange Act and the rules and regulations promulgated thereunder) in the aggregate more than 9.99% of the Company's outstanding shares of Common Stock (the "Beneficial Ownership Limitation"). To the extent that any Person or group of Persons shall be deemed to beneficially own shares of Series Q Preferred Stock in excess of the Beneficial Ownership Limitation, such shares of Series Q Preferred Stock shall be deemed to be non-voting and non-convertible (notwithstanding the foregoing, such shares of Series Q Preferred Stock shall be entitled to receive dividends and distributions as provided herein) to the extent of such excess.

Investment Incentives?

Registration or Exemption

Regulation CF | Regulation A | Rule 506(b) | Rule 506(c) | Section 4(a)(2) | Other

Time Based Perks

Early Bird Bonus - Early bird bonus from Company and Sedo Strategic Group

Founder Bonus - Early bird bonus from Company and Sedo Strategic Group

Sedo Strategic Group - Sedo's offer for the best sales and support for Series Q bonus

Volume Based Perks

Tier 1 Perks - Tier 1 Perks 100 and Above Bonus Shares Tier 1 Perks 100 and Above Bonus Shares

Tier 2 Perks - Tier 2 $5,000 and Above Bonus Shares Tier 2 $5,000 and Above Bonus Shares

Tier 3 Perks - Tier 3 $10,000 and Above Bonus Shares Tier 3 $10,000 and Above Bonus Shares

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EXHIBIT D TO FORM C

VIDEO TRANSCRIPT

https://drive.google.com/file/d/1u4xwR952aQO0MZ3b2cTvDRzanHm7sfb8/view

The threat to democracy is at its highest level since the Civil War, and trust in government is at an all-time low. With the rise of misinformation and diminishing trust in public institutions, citizens are looking for somewhere they can turn for verified, objective information–straight from the source.

Paul Allen, founder of Ancestry.com and creator of Citizen Portal, believes that the solution to the problem of political polarization and distrust is to index everything public officials say--and provide a free search engine with open access for all citizens.

Powered by AI and customized for each citizen based on their location, values, and interests–not by an ad-optimized newsfeed–Citizen Portal is a game changer for American democracy.

With support from thought leaders across the political spectrum, Citizen Portal seeks to restore America to a more powerful, self-governing, democratic republic—to give citizens open and equal access to what our elected officials are doing and saying.

Your investment will impact how citizens are informed and engaged, by integrating transparency and accountability into American politics. By investing, you can play a role in the future of our company and our country.

Invest in the Future of Democracy through Citizen Portal.

STARTENGINE SUBSCRIPTION PROCESS (Exhibit E)

Platform Compensation

- As compensation for the services provided by StartEngine Capital, the issuer is required to pay to StartEngine Capital a fee consisting of a 5.5-13% (five and one-half to thirteen) commission based on the dollar amount of securities sold in the Offering and paid upon disbursement of funds from escrow at the time of closing. The commission is paid in cash and in securities of the Issuer identical to those offered to the public in the Offering at the sole discretion of StartEngine Capital. Additionally, the issuer must reimburse certain expenses related to the Offering. The securities issued to StartEngine Capital, if any, will be of the same class and have the same terms, conditions, and rights as the securities being offered and sold by the issuer on StartEngine Capital's website.

- As compensation for the services provided by StartEngine Capital, investors are also required to pay StartEngine Capital a fee consisting of a 0-3.5% (zero to three and a half percent) service fee based on the dollar amount of securities purchased in each investment.

Information Regarding Length of Time of Offering

- Investment Cancellations: Investors will have up to 48 hours prior to the end of the offering period to change their minds and cancel their investment commitments for any reason. Once within 48 hours of ending, investors will not be able to cancel for any reason, even if they make a commitment during this period.

- Material Changes: Material changes to an offering include but are not limited to: A change in minimum offering amount, change in security price, change in management, material change to financial information, etc. If an issuer makes a material change to the offering terms or other information disclosed, including a change to the offering deadline, investors will be given five business days to reconfirm their investment commitment. If investors do not reconfirm, their investment will be canceled and the funds will be returned.

Hitting The Target Goal Early & Oversubscriptions

- StartEngine Capital will notify investors by email when the target offering amount has hit 25%, 50%, and 100% of the funding goal. If the issuer hits its goal early, the issuer can create a new target deadline at least 5 business days out. Investors will be notified of the

new target deadline via email and will then have the opportunity to cancel up to 48 hours before the new deadline.

- Oversubscriptions: We require all issuers to accept oversubscriptions. This may not be possible if: 1) it vaults an issuer into a different category for financial statement requirements (and they do not have the requisite financial statements); or 2) they reach $5M in investments. In the event of an oversubscription, shares will be allocated at the discretion of the issuer, with priority given to StartEngine Owners Bonus members.

- If the sum of the investment commitments does not equal or exceed the target offering amount at the offering deadline, no securities will be sold in the offering, investment commitments will be canceled and committed funds will be returned.

- If a StartEngine issuer reaches its target offering amount prior to the deadline, it may conduct an initial closing of the offering early if they provide notice of the new offering deadline at least five business days prior to the new offering deadline (absent a material change that would require an extension of the offering and reconfirmation of the investment commitment). StartEngine will notify investors when the issuer meets its target offering amount. Thereafter, the issuer may conduct additional closings until the offering deadline.

Minimum and Maximum Investment Amounts

- In order to invest, commit to an investment or communicate on our platform, users must open an account on StartEngine Capital and provide certain personal and non-personal information including information related to income, net worth, and other investments.

- Investor Limitations: There are no investment limits for investing in crowdfunding offerings for accredited investors. Non-accredited investors are limited in how much they can invest in all crowdfunding offerings during any 12-month period. The limitation on how much they can invest depends on their net worth (excluding the value of their primary residence) and annual income. If either their annual income or net worth is less than $124,000, then during any 12-month period, they can invest either $2,500 or 5% of their annual income or net worth, whichever is greater. If both their annual income and net worth are equal to or more than $124,000, then during any 12-month period, they can invest up to 10% of annual income or net worth, whichever is greater, but their investments cannot exceed $124,000.

EXHIBIT F TO FORM C

ADDITIONAL CORPORATE DOCUMENTS

[See attached]

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:13 PM 02/10/2023
FILED 02:13 PM 02/10/2023
SR 20230468065 - File Number 7246777

AMENDED AND RESTATED CERTIFICATE of INCORPORATION OF

CITIZEN PORTAL INC.

A DELAWARE CORPORATION

CITIZEN PORTAL INC. (the "Corporation"), a corporation organized and existing under the laws of the State of Delaware, does hereby certify that:

A. The name of the Corporation is CITIZEN PORTAL INC. The Corporation's original Certificate of Incorporation was filed with the Secretary of State of Delaware on January 20, 2023.

B. This Amended and Restated Certificate of Incorporation was duly adopted in accordance with Sections 241 and 245 of the General Corporation Law of the State of Delaware (the "DGCL"), and restates, integrates and further amends the provisions of the Corporation's Certificate of Incorporation. The Corporation has not received payment for any of its stock.

C. The text of the Certificate of Incorporation of this Corporation is hereby amended and restated in its entirety to read as follows:

ARTICLE I - NAME

The name of the Corporation is "CITIZEN PORTAL INC."

ARTICLE II – REGISTERED AGENT

The address of the Corporation's registered office in the State of Delaware is: 8 THE GREEN, STE R, DOVER, KENT COUNTY, DELAWARE 19901. The name of the registered agent at such address is: RESIDENT AGENTS, INC.

ARTICLE III - PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE IV - STOCK

This Corporation is authorized to issue three classes of shares of stock, which shall be designated, respectively, "Class A Common Stock", "Class B Common Stock" and "Class C Non-Voting Common Stock." The total number of shares that the Corporation is authorized to issue is 25,000,000 shares. The number of shares of Class A Common Stock authorized is

8,000,000 shares, $0.0001 par value per share. The number of shares of Class B Common Stock is 12,000,000 shares, $0.0001 par value per share. The number of shares of Class C Non-Voting Common Stock authorized is 5,000,000 shares, $0.0001 par value per share.

ARTICLE V – RIGHTS OF STOCK HOLDERS

The rights, privileges, preferences and restrictions of the Stock are as follows:

1. Voting Rights; Board of Directors.

(a) Class A Common Stock. Except as otherwise required by law, each holder of Class A Common Stock shall be entitled to one (1) vote for each of the shares of Class A Common Stock on the record date fixed for such meeting, or on the effective date of such written consent, as follows: the holder of each share of Class A Common Stock shall be entitled to notice of any stockholders' meeting in accordance with the bylaws of the Corporation and any other matter submitted to the vote of stockholders and shall be entitled to vote, together with the holders of Class B Common Stock, with respect to any question upon which holders of Class A Common Stock and the holders of Class B Common Stock have the right to vote, except (i) those matters required by law to be submitted to a separate class vote and (ii) the election of the Common Director as set forth in Section 1(d) of this Article V.

(b) Class B Common Stock. Except as otherwise required by law, each holder of Class B Common Stock shall be entitled to the number of votes equal to the whole number of shares of Class B Common Stock times ten (10) on the record date fixed for such meeting, or on the effective date of such written consent, as follows: the holder of each share of Class B Common Stock shall be entitled to notice of any stockholders' meeting in accordance with the bylaws of the Corporation and any other matter submitted to the vote of stockholders and shall be entitled to vote, together with the holders of Class A Common Stock, with respect to any question upon which holders of Class B Common Stock and the holders of Class A Common Stock have the right to vote, except (i) those matters required by law to be submitted to a separate class vote.

(c) Class C Capital Stock. Except as otherwise required by law, each holder of Class C Non-Voting Common Stock shall not be entitled to vote, except, when required by law, each holder of Class C Non-Voting Common Stock shall be entitled to one vote for each of the shares of Class C Non-Voting Common Stock on the record date fixed for such meeting, or on the effective date of such written consent, as follows: the holder of each share of Class C Non-Voting Common Stock shall be entitled to notice of any stockholders' meeting in accordance with the bylaws of the Corporation and any other matter submitted to the vote of stockholders and shall be entitled to vote, together with the holders of Class A Common Stock and the holders of Class B Common Stock, with respect to any question which the holders of Class C Non-Voting Common Stock are required by law to vote and upon which holders of Class A Common Stock and the holders of Class B Common Stock have the right to vote, except (i) those matters required by law to be submitted to a separate class vote.

(d) Election of Directors. The holders of the Class A Common Stock, voting as a single class, shall be entitled to elect one (1) director (the "Class A Common Director"), the holders of the Class B Common Stock, voting as a single class, shall be entitled to elect three (3) directors (the "Class B Common Directors") and the holders of Class A Common Stock and the holders of Class B Common Stock, voting together, shall be entitled to elect one (1) director (the "Class A Common and Class B Common Director").

2. Protective Covenants.

(a) Class B Common Stock: In addition to any other rights provided by law, the Corporation shall not, without first obtaining the affirmative vote or written consent of the holders of not less than a majority of the outstanding shares of Class B Common Stock, voting separately as a class:

(i) amend or repeal any provision of, or add any provision to, the Corporation's Certificate of Incorporation or Bylaws if such action would materially or adversely alter or change the rights, privileges or powers of, or the restrictions provided for the benefit of the Class B Common Stock, or increase or decrease the number of shares of Stock authorized hereby;

(ii) authorize or issue or obligate itself to issue, shares of any class or series of stock having any preference or priority as to voting or protective covenants, which are superior to any such rights, privileges or powers of, or the restrictions of the Class B Common Stock;

(iii) authorize or issue shares of stock of any class or series of any bonds, debentures, notes or other obligations convertible into or exchangeable for, or having option rights to purchase, any shares of stock of this Corporation having any rights, privileges or powers of, or the restrictions as to voting and protective covenants which are superior to any held by the Class B Common Stock;

(iv) reclassify any class or series of any Class A Common Stock, Class B Common Stock or Class C Non-Voting Common Stock into shares having any rights, privileges or powers of, or the restrictions as to voting or protective covenants which are superior to those any held by the Class B Common Stock;

(v) increase or decrease (other than by redemption) the total number of authorized shares of Class A Common Stock, Class B Common Stock and Class C Non-Voting Common Stock.

ARTICLE VI – CORPORATE POWERS

The powers, preferences and rights and the qualifications, limitations or restrictions thereof shall be determined by the Board of Directors.

ARTICLE VII – BYLAWS

The Board of Directors shall have the power to adopt, amend or repeal the Corporation's By-laws. In furtherance and not in limitation of the powers conferred by statute, subject to the provisions of the Certificate of Incorporation, the Board of Directors of the Corporation is expressly authorized to make, alter, amend or repeal the Bylaws of the Corporation.

ARTICLE VIII – NUMBER OF DIRECTORS

The number of directors that constitute the Board of Directors of the Corporation shall be designated as set forth in the Bylaws of the Corporation. Notwithstanding the foregoing sentence, there shall be no less than three directors and no more than seven directors that constitute the Board of Directors of the Corporation.

ARTICLE IX – CORPORATE EXISTENCE

The Corporation is to have a perpetual existence.

ARTICLE X – DIRECTOR LIABILITY

No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law, (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

ARTICLE XI – SHAREHOLDER AND BOARD OF DIRECTOR MEETINGS

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. Meetings of the Board of Director may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside of the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned President and Chief Executive Officer has executed signed and acknowledged this amended and restated certificate of incorporation this 10th day of February 2023.

BY: /s/ PAUL B. ALLEN

Paul B. Allen
President

EXHIBIT G TO FORM C

TESTING THE WATERS MATERIALS

[See attached]

CITIZEN PORTAL INC.

September 8, 2023

Hi Dave,

Can you do me a quick favor: visit this Citizen Portal page which helps US Citizens stay informed about local, state and federal government.

I'm giving away free annual subscriptions to Citizen Portal to my friends and LinkedIn associates.

Let me know if you'd like free access.

Regards,

Paul

PS. Some people are going to StartEngine to reserve shares to fund this project. Here's the link in case you're interested. (https://www.startengine.com/offering/citizenportal)

NO MONEY OR OTHER CONSIDERATION IS BEING SOLICITED, AND IF SENT IN RESPONSE, WILL NOT BE ACCEPTED. NO OFFER TO BUY THE SECURITIES CAN BE ACCEPTED AND NO PART OF THE PURCHASE PRICE CAN BE RECEIVED UNTIL THE OFFERING STATEMENT IS FILED AND ONLY THROUGH AN INTERMEDIARY'S PLATFORM. AN INDICATION OF INTEREST INVOLVES NO OBLIGATION OR COMMITMENT OF ANY KIND. "RESERVING" SECURITIES IS SIMPLY AN INDICATION OF INTEREST.

Citizen Portal is taking reservations for a possible, upcoming round. Join the waitlist today.

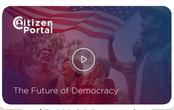
GET A PIECE OF CITIZEN PORTAL

The Future of Democracy

Citizen Portal is a non-partisan, AI-powered platform, with $426,200 in pre-seed funding and a seasoned leadership team, aiming to revolutionize civic engagement, revive ...
Show more

Reserve Now

This Reg CF offering is made available through StartEngine Capital, LLC. This investment is speculative, illiquid, and involves a high degree of risk, including the possible loss of your entire investment.



$7,441.96 Reserved

REASONS TO INVEST

- **Be an early backer of what could be the next big thing in AI. Citizen Portal's AI-powered platform transcribes and summarizes government meetings. And the deep search function makes it easy to track keywords and topics discussed.**
- **Help strengthen our democracy and revive government transparency. Your support provides citizens with free access to verified local and state content so they can see what their public officials are doing and saying.**
- **Back a visionary leadership team led by the Founder of Ancestry.com and top AI, political, and marketing pros.**

Reserve Now

RESERVED $7,441.96 | INVESTORS 7

NO MONEY OR OTHER CONSIDERATION IS BEING SOLICITED, AND IF SENT IN RESPONSE, WILL NOT BE ACCEPTED. NO OFFER TO BUY THE SECURITIES CAN BE ACCEPTED AND NO PART OF THE PURCHASE PRICE CAN BE RECEIVED UNTIL THE OFFERING STATEMENT IS FILED AND ONLY THROUGH AN INTERMEDIARY'S PLATFORM. AN INDICATION OF INTEREST INVOLVES NO OBLIGATION OR COMMITMENT OF ANY KIND. "RESERVING" SECURITIES IS SIMPLY AN INDICATION OF INTEREST.

ABOUT

HEADQUARTERS
55 N Meadowbrook Drive
Alpine, UT 84004

WEBSITE
View Site

Citizen Portal is a non-partisan, AI-powered platform, with $426,200 in pre-seed funding and a seasoned leadership team, aiming to revolutionize civic engagement, revive government transparency, and transform American democracy.

TEAM

Paul Allen
CEO & Board Member

Paul Allen is a mission-driven tech entrepreneur known for founding Ancestry.com, the world's leading genealogy company, and Soarcom, an AI platform that helps people learn and develop valuable productivity and people skills.

He led the global strength movement for Gallup from 2012-2017. Paul taught entrepreneurship for 2 years at Utah Valley University and internet marketing for 2 years at BYU. He was an Ernst & Young Utah Entrepreneur of the Year in 2000, and the Marketing Sherpa (National) Entrepreneur of the Year in 2008. He is a fellow of the Utah Genealogical Association and was named a Cyber Pioneer in 2010 by the Cyber Law Section of the Utah State Bar. He was the honored alumnus of the BYU Humanities College in 2016, having graduated in 1990 with a BA in Russian.

He works approximately 20 hours per week as CEO of Soarcom and less than 1 hour per week as Advisor for Bank of Memories, in addition to working approximately 20 hours per week in his roles with Citizen Portal.

Paul and his wife Christy live in Kansas City, Missouri. They have 8 children and 5 grandchildren.

Dale (Brent) Israelsen
Legal Officer, Board Member, Secretary

Mr. D. Brent Israelsen is an experienced attorney, businessman and technologist with deep roots in the practice of law, biotech, business, education, finance, innovation, security, software, technology, and the Internet. He is well known for his leadership in transforming the practice of law to embrace the realities of technology innovation and has championed the use of technology in law, finance, and other industries to enable individuals, entities, and ecosystems to participate in the global economy.

Mr. Israelsen practiced law in Washington, DC with positions in the Federal Government, the United States Courts, and the private law firm of Morgan, Lewis & Bockius. He then worked in Cambridge, MA where he was President of Jurisoft, a division of Lexis-Nexis. For the past 27 years, he has operated from Utah where he has practiced law, consulted with and founded and operated multiple innovative technology companies. He serves on four boards of directors.

Christen Allen
Board Member (Part-Time)

Christen Allen is a Certified Gallup Strengths Coach, Member of the Tabernacle Choir at Temple Square, Theater director and mother of 8 children. She is currently the Strengths Coach for Soarcom as well as Health Insurance administrator and Travel agent. She is most proud of her 8 children who are currently or have obtained bachelors, masters degrees and are respectful successful contributors wherever they are planted.

Born and raised in Provo, UT, she attended BYU in Piano Performance and Musical Theater.

Christen spends 10 hours a week at Citizen Portal.

REWARDS

Multiple investments in an offering cannot be combined to qualify for a larger campaign perk. Get rewarded for investing more into Citizen Portal.

$100
Reservation List Bonus
If you previously reserved shares in Citizen Portal's Testing the Waters Landing Page, you will receive 10% bonus shares.

Select

JOIN THE DISCUSSION

What's on your mind?

0/2500

Post

Ice breaker! What brought you to this investment?

HOW INVESTING WORKS

Cancel anytime before 48 hours before a rolling close or the offering end date.

SIGN UP | SUBMIT ORDER | FUNDS IN TRANSIT | FUNDS RECEIVED | FUNDS INVESTED

WHY STARTENGINE?

- **REWARDS**
  We want you to succeed and get the most out of your money by offering rewards and memberships!
- **SECURE**
  Your info is your info. We take pride in keeping it that way!
- **DIVERSE INVESTMENTS**
  Invest in over 200 start-ups and collectibles!

FAQS

Crowdfunding

- What does it mean when I make a reservation?
- Once the offering launches, how will I be notified?
- Will I be charged?
- Can I cancel my reservation?
- What does "Exclusive for Accredited Investors" mean? (Reg D only)
- More FAQs

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